

**CONSTITUTION**  
**of the**  
**NATIONAL ASSOCIATION OF SCIENTIFIC MATERIALS MANAGERS**  
**Ratified XXXX (date)**

**ARTICLE I**  
**MEMBERSHIP**

**SECTION 1.** There shall be five (5) classes of membership in the NAOSMM: Regular, Associate, Corporate, Honorary and Lifetime. The definition of each class of membership shall be prescribed in the By-Laws of the NAOSMM.

**SECTION 2.** All classes of membership except Honorary and Lifetime shall pay dues to the NAOSMM to retain status as prescribed in the By-Laws of the NAOSMM.

**SECTION 3.** All dues paying Regular members shall be entitled to hold office and/or vote in the business proceedings of the NAOSMM.

**SECTION 4.** Membership will be revoked if dues payment is not received within 60 days after the due date.

**ARTICLE II**  
**BOARD OF DIRECTORS**

**SECTION 1.** The overall direction and administration of the NAOSMM shall be vested in the Board of Directors. The Board of Directors shall represent the NAOSMM in all matters, authorize expenditure of funds and implement all decisions duly passed by the membership in general meetings.

**SECTION 2.** The Board of Directors shall consist of: President, Vice-President, Secretary, Treasurer, the immediate Past President and the immediate Past Treasurer.

**SECTION 3.** Election of officers shall be conducted every other year, in accordance with the provisions set forth in ARTICLE IV of the By-Laws of the NAOSMM. Moved from Article IV

**SECTION 4.** A term of office for the Board of Directors is defined as follows:

- A. The term of office shall be two years.
- B. The President shall be limited to one term. Following that term, the President becomes Past President for an additional two year term.

- C. The Treasurer shall be limited to one term. Following that term, the Treasurer becomes Past Treasurer for an additional two year term.
- D. The offices of Vice President and Secretary are eligible to serve a second term, in any office, on the Board of Directors.
- E. Officers are limited to two consecutive terms, with the exception of serving a 3<sup>rd</sup> term as Past President or Past Treasurer, unelected positions. Persons are eligible to serve on the board following a one term vacancy from the Board of Directors.

**SECTION 5.** Elected officers may be removed from office for just cause by a two-thirds (2/3) majority vote of the membership. Just cause may include, but is not limited to: a) any violation of the Constitution or By-Laws of the NAOSMM; b) failure to carry out the duties of the office, and; c) unethical or criminal conduct.

**SECTION 6.** The president, with approval of the remaining board members, may appoint a Regular member to fill any vacancies that may occur on the Board of Directors. The appointment shall be ratified by the membership within 60 days.

**SECTION 7.** Members of the NAOSMM Board of Directors shall not be held personally liable, individually or collectively, for any legal or financial action brought as a result of NAOSMM operations. Resolution and/or mitigation of such action(s) shall be the responsibility of the NAOSMM organization subject to the laws of the locality where the action is brought forth and to the provisions of Article II, **Section (4) 5**, above. (number changed due to renumbering of this Article)

### **ARTICLE III**

#### **DUTIES OF THE BOARD OF DIRECTORS**

**SECTION 1. PRESIDENT:** The President shall preside at all regular meetings of the NAOSMM, preside at meetings of the Board of Directors, appoint committee chairs, and fill unexpired terms of office of Board Members. The President shall exercise all powers, duties, and responsibilities pertaining to the office of the President.

**SECTION 2. VICE-PRESIDENT:** The Vice-President shall, in the absence of the President, assume all duties of the presidency. In the event of a vacancy in the presidency, the Vice-President shall succeed to that office for the duration of the unexpired term. The Vice-President shall act as a coordinator for all committees, and be ex-officio member of all committees, and ensure that committees are carrying out assigned responsibilities.

**SECTION 3. TREASURER:** The Treasurer shall receive all monies for the NAOSMM and disburse all monies for authorized expenditures. The Treasurer shall prepare and distribute such financial reports as may be directed by the President of the Board of Directors. The accounts of

the Treasurer shall be subject to audit by an Audit Committee. The Treasurer shall report on the financial position of the NAOSMM at each annual business meeting. ~~The Treasurer shall be bonded.~~ (See addition to Bylaws Article VI Section 1. NAOSMM shall carry Crime Insurance protecting NAOSMM from internal and external threats.)

**SECTION 4. SECRETARY:** The Secretary shall record the proceedings of all meetings of the Board of Directors, the Annual Meeting and shall receive and transmit all other correspondence as directed by the President or the Board of Directors. The Secretary shall ensure that the minutes of each annual business meeting are published within sixty (60) days of the meeting.

**SECTION 5. IMMEDIATE PAST PRESIDENT:** The Immediate Past President provides continuity to the new Board. The Immediate Past President shall also function as the Conference Coordinator, having final approval duties in all aspects of the annual Conference.

**SECTION 6. IMMEDIATE PAST TREASURER:** The Immediate Past Treasurer provides continuity to the new Board especially the Treasurer. The Immediate Past Treasurer shall also function as mentor to train the Treasurer and oversee financial operations for dues and conferences in the NAOSMM software management system.

**SECTION 7.** In addition to the duties demanded by other sections of this Article, all officers shall perform such tasks as may from time to time be directed by the President or the Board of Directors.

#### **ARTICLE IV MEETINGS**

**SECTION 1.** There shall be an Annual Business Meeting of the NAOSMM for the purpose of transacting such business as may be brought before the membership.

**SECTION 2.** The Board of Directors may call special meetings to bring time-sensitive business before the membership. Special meetings must be announced fifteen (15) days prior to the meeting. Special meetings should be arranged to take place during normal business hours. Special meetings can take place virtually and must include an opportunity for discussion by the members attending the special meeting. Special meetings shall be recorded and made available to the membership. The membership will have five (5) business days to review the meeting along with an opportunity to ask questions prior to a vote.

~~**SECTION 2.** Election of officers shall be conducted every other year, in accordance with the provisions set forth in ARTICLE IV of the By Laws of the NAOSMM.~~ **MOVED TO ARTICLE II**

#### **ARTICLE VI AMENDMENTS**

**SECTION 1.** Amendments to this Constitution shall require a YES vote by two-thirds (2/3) of the members represented at any regular or special meeting of the membership, provided that thirty (30) days prior notice of meeting and the proposed changes or amendments shall have been given to the voting membership.

~~**SECTION 2.** The need for a special meeting for the purpose of discussing amendments to the Constitution shall be determined by the Board of Directors. In such cases, provisions for additional time shall be made during the annual conference.~~

**SECTION 3.2** Constitutional amendments may be submitted by any regular member of the NAOSMM, but must be submitted through the Constitution and By-Laws Committee to the Board of Directors at least sixty (60) days prior to being presented to the voting membership for consideration. The Constitution and By-Laws Committee shall not have the authority to accept or reject such amendments but may make recommendations to the Board of Directors.

~~**SECTION 4.** Constitutional amendments may be brought to the floor of the annual business meeting by any regular members and be submitted for consideration in accordance with SECTION 1 of this ARTICLE. Such amendments shall not be voted on until the next annual business meeting, to provide members not present an opportunity to examine and vote on these "floor amendments."~~

Section 3. Constitutional amendments brought forward by a member must be presented to the membership not more than six months after being brought forward. The Board may make recommendations to the membership either in support of or in opposition to the amendment. Grounds must be provided.

## **ARTICLE V**

### **BY-LAWS**

**SECTION 1.** The Board of Directors, by a majority vote of the Board members, shall have the power to recommend to the voting membership, amendments, and changes to the bylaws, consistent with these ARTICLES. Any and all recommended changes to the bylaws must be submitted to, and approved by, a majority of the voting membership.

## **ARTICLE VII**

### **OFFICIAL PUBLICATION**

**SECTION 1.** The NAOSMM shall fund and support a quarterly publication for the purpose of disseminating information on all proceedings of the organization, and as a forum for the members to share information, ideas, and concepts.

## **ARTICLE VIII**

### **DISSOLUTION**

**SECTION 1.** Upon the dissolution of the NAOSMM, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the NAOSMM, distribute the assets of the NAOSMM for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or to the federal government, or to a state or local government, for a public purpose.

**SECTION 2.** Any such assets not so disposed of shall be disposed of by the Circuit Court in the county on which the registered office of the NAOSMM is then located, to such organization or organizations as said Court shall determine.

## **ARTICLE IX**

### **BILL OF RIGHTS**

**SECTION 1.** No person otherwise eligible for membership in this organization shall be denied membership on the basis of race, creed, color, national origin, gender, sexual orientation, religion or political belief.

**SECTION 2.** Members shall suffer no impairment of freedom of speech concerning this organization. Active discussion of the organization's affairs shall be encouraged and protected. Such discussion should be in the best interest of the NAOSMM and not infringe on the rights of others.

**SECTION 3.** Members shall have the right to fair and democratic elections. This includes due notice of nominations and elections, equal opportunity for competing candidates and proper election procedures.

**SECTION 4.** Members shall have an equal right to run for and hold office subject only to the constitution specified qualifications.

**SECTION 5.** Members shall have the right to full and clear accounting of all funds. Such accounting shall include, but not be limited to, periodic reports by the Treasurer and periodic audits by persons appointed for that purpose.

**SECTION 6.** Members shall have the right to full participation through discussion and vote in the decision-making process of this organization. Voting members shall have an equal right to vote and each vote cast shall be of equal weight.

**BY - LAWS  
of the  
NATIONAL ASSOCIATION OF SCIENTIFIC MATERIALS MANAGERS**

**ARTICLE I  
MEMBERSHIP**

**SECTION 1.** Regular membership shall be extended to persons engaged in laboratory management and/or the administration, purchasing or use of scientific materials for use at their place of employment.

- a. Persons who are employed in sales or marketing by vendors or distributors of scientific materials are not eligible for Regular Membership.
- b. Unemployed or retired members are eligible to continue Regular membership.
- c. Regular members who change jobs so that they no longer meet the criteria for Regular membership shall have their Regular membership terminated at the end of the membership year. At such time, they may choose to change their status to Associate Member, if they meet the requirements for Associate membership described in Section 2.
- d. Regular members employed at for-profit organizations may not be eligible for all NAOSMM Vendor Discounts. Eligibility is determined by the Board of Directors on a case-by-case basis.

**SECTION 2.** Associate membership shall be extended to any person who has held Regular member status who changes employment and no longer meets the criteria for Regular membership. Associate members may not hold office or vote on matters submitted to the Regular membership. Persons who are employed in sales or marketing by vendors or distributors of scientific materials are not eligible for Associate Membership. Associate members are not eligible for NAOSMM vendor discounts.

**SECTION 3.** Corporate membership shall be extended to companies/corporations who are manufacturers/vendors of scientific materials and not to individuals who qualify for regular membership. Corporate members may not hold office or vote in matters submitted to the regular membership for votes. Corporate members may designate up to three (3) corporate officers as their representatives.

**SECTION 4.** Honorary membership shall be conferred by the Board of Directors upon persons rendering outstanding service to NAOSMM. The membership may submit names to the Board

of Directors for consideration for Honorary membership. Honorary members may not hold office or vote in matters submitted to the regular membership for votes.

**SECTION 5.** Lifetime membership may be conferred upon a member at retirement following notification of NAOSMM by the member. Persons eligible for Lifetime membership must have been a member of NAOSMM for 10 years prior to retirement. "Retirement" shall be defined as withdrawal from active working life and/or an eligibility to receive retirement benefits from an employer. Lifetime members may not hold office or vote in matters submitted to the regular membership for vote.

\* Members granted Lifetime status prior to July 31, 2003 shall retain Lifetime membership status regardless of employment status.

\*Members granted Lifetime status prior to July 31, 1998 have been grandfathered and retain voting and office holding status.

**SECTION 6.** The above membership categories are mutually exclusive. No individual or entity may hold membership in more than one category. Memberships are not transferrable to another person.

## **ARTICLE II MEMBERSHIP DUES**

**SECTION 1.** Regular membership dues shall be established by the Board of Directors.

**SECTION 2.** Associate membership dues shall be established by the Board of Directors.

**SECTION 3.** Corporate membership dues shall be established by the Board of Directors.

**SECTION 4.** Honorary Membership: There shall be no dues assessed for Honorary membership.

**SECTION 5.** Lifetime Membership: There shall be no dues assessed for Lifetime membership.

**SECTION 6.** Membership Dues Payment: Failure to submit dues payment within sixty (60) days after the due date will result in membership termination as specified in the Constitution, Article 1, Section 4.

## **ARTICLE III ANNUAL MEMBERSHIP MEETING**

**SECTION 1.** The Annual Business Meeting of the membership is for the purpose of transacting such business as may be necessary.

**SECTION 2.** Election of Officers shall be conducted at the Annual Meeting every other year in conjunction with the end of an administrative term. Absentee ballots may be submitted electronically up to 38 hours before the Annual Meeting.

**SECTION 3.** At any Annual **or Special** Meeting of the membership, the members present **or casting ballots** shall constitute a quorum for the transaction of business.

**SECTION 4.** "ROBERTS RULES OF ORDER" shall govern all proceedings of the NAOSMM. A Parliamentarian shall be appointed for each Annual Meeting.

#### **ARTICLE IV ELECTION PROCEDURES**

**SECTION 1.** Members seeking election to office shall send a Letter of Candidacy to the Election Committee Chair, thirty (30) days prior to the Annual Meeting. The Letter of Candidacy shall designate: 1) the office that is being sought, and 2) the qualifications of the member for that office. The Chair of the Election Committee shall send copies of all Letters of Candidacy to the Board of Directors.

**SECTION 2.** Nominations from the floor may be accepted from a member at the Annual Meeting nominating **himself/herself- themselves** or another person. The nominator shall give a concise statement of the nominee's qualifications at the time of the nomination.

**SECTION 3.** In the event that only one (1) person has been nominated for a particular office, the membership present at the Annual Business meeting will be asked to ratify, by simple majority, the election of that person. If two or more people are nominated for a particular office, an election shall be held by the voting members present **or casting online ballots at/during** the Annual Business meeting. ~~Absentee ballots shall be included.~~ Those candidates receiving a plurality of the votes cast for the respective office shall be declared the winner. The president will vote in the same manner as all other members, however, his/her vote will only be used to break a tie for a particular office.

**SECTION 4.** All candidates elected shall assume office at the close of the conference in which they were elected.

#### **ARTICLE V COMMITTEES**

**SECTION 1.** Appointments of committee chairs shall be made by the President of the NAOSMM with the advice and consent of the Board of Directors. Committee members, other than those



specified in Sections 2 and 3, shall be selected by the committee chair and approved by the Board of Directors.

**SECTION 2.** An Election committee, consisting of not less than three (3) members of the NAOSMM, shall be appointed by the President with the advice and consent of the Board of Directors, to supervise and conduct the election of officers, make initial decisions concerning disputes arising during said election, and to tally the ballots cast in the election.

**SECTION 3.** The President, with the advice and consent of the Board of Directors, shall recommend for approval by the membership, a minimum of two (2) auditors who shall inspect the financial records of the organization. The Auditors will report findings at the Annual Business meeting.

**SECTION 4.** The appointment of committees in Sections 2 and 3 above are mandatory and critical to the function of the NAOSMM. Other committees may be appointed as specified in Section 1, Article V, to meet the changing needs of the NAOSMM.

## **ARTICLE VI**

### **FISCAL RESPONSIBILITY**

**SECTION 1.** NAOSMM shall carry Crime Insurance protecting NAOSMM from internal and external threats.

**SECTION 2.** The Treasurer of the NAOSMM shall deposit all funds into a federally insured institution, approved by the Board of Directors. The Treasurer shall maintain records of all financial transactions conducted in the name of the NAOSMM.

## **ARTICLE VII**

### **ADMINISTRATIVE TERM**

**SECTION 1.** The administrative term of the NAOSMM shall be defined as the period immediately following one Annual Meeting and continuing through the last day of the second Annual Meeting, two years hence.

## **ARTICLE VIII**

### **RIGHT OF PROXY**

**SECTION 1.** Every voting member shall have the right to vest his/her voting privilege with another voting member. This right to vote by proxy shall be submitted, in writing, to the Secretary at the Annual Meeting and shall be signed and dated by both members. The date of signing shall not precede the election by more than ninety (90) days, and the holding of the proxy shall be declared to the Election committee prior to the election.

## ARTICLE ~~IX~~ VIII

### AMENDMENT OF BY-LAWS

**SECTION 1.** These By-Laws may be amended or repealed, or new By-Laws may be made and adopted by a four-fifth (4/5) vote of the members of the Board of Directors and ratified by a majority vote of the voting members attending casting ballots at Annual or special meetings of NAOSMM, held in accordance with NAOSMM Constitution, Article IV, Meetings.